

Form **990**
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047
2019
Open to Public Inspection

A For the 2019 calendar year, or tax year beginning 01-01-2019, and ending 12-31-2019

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return/terminated
 Amended return
 Application pending

C Name of organization
HILLWOOD ESTATE MUSEUM & GARDENS
Doing business as
Number and street (or P.O. box if mail is not delivered to street address) Room/suite
4155 LINNEAN AVENUE NW
City or town, state or province, country, and ZIP or foreign postal code
WASHINGTON, DC 20008

D Employer identification number
52-6080752
E Telephone number
(202) 686-8500

F Name and address of principal officer:
LUCY RHAME
4155 LINNEAN AVENUE NW
WASHINGTON, DC 20008

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
If "No," attach a list. (see instructions)
H(c) Group exemption number ▶

I Tax-exempt status: 501(c)(3) 501(c) () ◀ (insert no.) 4947(a)(1) or 527

J Website: ▶ WWW.HILLWOODMUSEUM.ORG

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: 1967

M State of legal domicile: DC

Part I Summary

1 Briefly describe the organization's mission or most significant activities:
HILLWOOD ESTATE, MUSEUM & GARDEN'S (HILLWOOD) MISSION IS TO SHARE THE RENOWNED ART COLLECTIONS, EXCEPTIONAL GARDENS AND RELATED PUBLIC AND EDUCATIONAL PROGRAMS WITH A WIDE AND DIVERSE AUDIENCE. SINCE ITS OPENING, HILLWOOD HAS SERVED HUNDREDS-OF-THOUSANDS OF VISITORS, INCLUDING LOCAL AND VISITING MEMBERS OF THE GENERAL PUBLIC, FAMILIES (TRADITIONAL AND NON-TRADITIONAL), CURATORS AND SCHOLARS, AND PRE-SCHOOL THROUGH HIGH SCHOOL STUDENTS.

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets.

3 Number of voting members of the governing body (Part VI, line 1a)	31
4 Number of independent voting members of the governing body (Part VI, line 1b)	31
5 Total number of individuals employed in calendar year 2019 (Part V, line 2a)	139
6 Total number of volunteers (estimate if necessary)	373
7a Total unrelated business revenue from Part VIII, column (C), line 12	0
7b Net unrelated business taxable income from Form 990-T, line 39	0

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	7,761,859	3,789,441
9 Program service revenue (Part VIII, line 2g)	178,925	847,562
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	11,627,692	11,383,549
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	241,779	406,395
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	19,810,255	16,426,947
13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	6,407,666	6,496,603
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶607,146		
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	5,617,827	5,353,850
18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	12,025,493	11,850,453
19 Revenue less expenses. Subtract line 18 from line 12	7,784,762	4,576,494

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	249,743,160	293,867,998
21 Total liabilities (Part X, line 26)	1,987,611	1,787,108
22 Net assets or fund balances. Subtract line 21 from line 20	247,755,549	292,080,890

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature of officer: _____ Date: 2020-11-10
LUCY RHAME TREASURER
Type or print name and title

Paid Preparer Use Only
Print/Type preparer's name: _____ Preparer's signature: _____ Date: 2020-11-10
Check if self-employed PTIN: P00964688
Firm's name: ▶ YOUNT HYDE & BARBOUR PC Firm's EIN: ▶ 54-1149263
Firm's address: ▶ PO BOX 2560 WINCHESTER, VA 226041760 Phone no. (540) 662-3417

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission:

HILLWOOD ESTATE, MUSEUM & GARDEN'S (HILLWOOD) MISSION IS TO SHARE THE RENOWNED ART COLLECTIONS, EXCEPTIONAL GARDENS AND RELATED PUBLIC AND EDUCATIONAL PROGRAMS WITH A WIDE AND DIVERSE AUDIENCE. SINCE ITS OPENING, HILLWOOD HAS SERVED HUNDREDS-OF-THOUSANDS OF VISITORS, INCLUDING LOCAL AND VISITING MEMBERS OF THE GENERAL PUBLIC, FAMILIES (TRADITIONAL AND NON-TRADITIONAL), CURATORS AND SCHOLARS, AND PRE-SCHOOL THROUGH HIGH SCHOOL STUDENTS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
 If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
 If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 4,838,885 including grants of \$) (Revenue \$)
 See Additional Data

4b (Code:) (Expenses \$ 2,303,116 including grants of \$) (Revenue \$)
 See Additional Data

4c (Code:) (Expenses \$ 1,971,398 including grants of \$) (Revenue \$ 1,066,998)
 See Additional Data

4d Other program services (Describe in Schedule O.)
 (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 9,113,399

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, and Yes/No response. Rows include questions 1 through 21, with sub-questions a-f for items 11 and 12. Questions cover topics like political activities, lobbying, donor funds, conservation easements, and financial statements.

Part IV Checklist of Required Schedules (continued)

Table with 3 main columns: Question/Description, Yes, No. Rows include questions 22 through 38 regarding grants, compensation, tax-exempt bonds, excess benefit transactions, and controlled entities.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V []

Table with 3 main columns: Question/Description, Yes, No. Rows include questions 1a, 1b, and 1c regarding Form 1096, Forms W-2G, and backup withholding rules.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI



Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (31), 1b (31), 2 (Yes), 3 (No), 4 (No), 5 (No), 6 (No), 7a (No), 7b (No), 8a (Yes), 8b (Yes), 9 (No).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a (No), 10b, 11a (No), 12a (Yes), 12b (Yes), 12c (Yes), 13 (Yes), 14 (Yes), 15a (Yes), 15b (Yes), 16a (No), 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed
18 Section 6104 requires an organization to make its Form 1023 (or 1024-A if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records:
DOUGLAS ROSE 4155 LINNEAN AVENUE NW WASHINGTON, DC 20008 (202) 686-8500

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	b Membership dues	1b	634,201		
	c Fundraising events	1c			
	d Related organizations	1d			
	e Government grants (contributions)	1e	839,708		
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2,315,532		
	g Noncash contributions included in lines 1a - 1f:\$	1g	1,533,123		
	h Total. Add lines 1a-1f		3,789,441		

Program Service Revenue			Business Code			
	2a ADMISSIONS		900099	662,443	662,443	
b INTERPRETATION AND PROGRAMS		900099	185,119	185,119		
c						
d						
e						
f All other program service revenue.						
g Total. Add lines 2a-2f.			847,562			

Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			5,112,454			5,112,454	
	4 Income from investment of tax-exempt bond proceeds							
	5 Royalties			6,272			6,272	
	6a Gross rents	6a	(i) Real	(ii) Personal				
			b Less: rental expenses	6b				
			c Rental income or (loss)	6c				
			d Net rental income or (loss)					
	7a Gross amount from sales of assets other than inventory	7a	(i) Securities	(ii) Other				
			b Less: cost or other basis and sales expenses	7b	14,928,408	8,657,313		
			c Gain or (loss)	7c	6,271,095			
			d Net gain or (loss)			6,271,095		
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	8a						
			b Less: direct expenses	8b	346,827	166,540		
			c Net income or (loss) from fundraising events			180,287		
	9a Gross income from gaming activities. See Part IV, line 19	9a						
			b Less: direct expenses	9b				
			c Net income or (loss) from gaming activities					
	10a Gross sales of inventory, less returns and allowances	10a						
			b Less: cost of goods sold	10b	656,329	436,893		
			c Net income or (loss) from sales of inventory			219,436	219,436	
Miscellaneous Revenue		Business Code						
11a HONORARIA		900099	400			400		
b								
c								
d All other revenue								
e Total. Add lines 11a-11d			400					
12 Total revenue. See instructions			16,426,947	1,066,998	0	11,570,508		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	472,259		472,259	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	4,980,162	3,997,958	633,367	348,837
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)	223,883	165,869	43,541	14,473
9 Other employee benefits	406,739	342,941	33,875	29,923
10 Payroll taxes	413,560	306,396	80,430	26,734
11 Fees for services (non-employees):				
a Management	10,811	895	9,916	
b Legal	178		178	
c Accounting	45,529		45,529	
d Lobbying	13,215			13,215
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	240,611		240,611	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	59,554	42,999	3,807	12,748
12 Advertising and promotion	441,916	374,406	40,361	27,149
13 Office expenses	1,048,192	888,063	95,733	64,396
14 Information technology	178,046	150,847	16,261	10,938
15 Royalties				
16 Occupancy	974,063	947,565	23,834	2,664
17 Travel	119,795	101,494	10,941	7,360
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	687,077	475,847	196,053	15,177
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	787,124	676,827	106,784	3,513
23 Insurance	380,346	312,105	59,549	8,692
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a COLLECTIONS PURCHASED	152,500	152,500		
b HOUSE CONSERVATION PROJ	95,881	95,881		
c DUES AND SUBSCRIPTIONS	49,139	41,632	4,488	3,019
d HONORARIA	38,700	32,788	3,535	2,377
e All other expenses	31,173	6,386	8,856	15,931
25 Total functional expenses. Add lines 1 through 24e	11,850,453	9,113,399	2,129,908	607,146
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part IX

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	34,646	1	223,294
	2 Savings and temporary cash investments	37,364,438	2	28,864,646
	3 Pledges and grants receivable, net	789,490	3	1,066,663
	4 Accounts receivable, net		4	
	5 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	458,178	8	450,680
	9 Prepaid expenses and deferred charges	88,791	9	123,777
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	42,522,248		
	b Less: accumulated depreciation	33,007,589		
	11 Investments—publicly traded securities		11	
	12 Investments—other securities. See Part IV, line 11	202,046,120	12	253,624,279
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	21,655	15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	249,743,160	16	293,867,998	
Liabilities	17 Accounts payable and accrued expenses	1,464,933	17	1,264,952
	18 Grants payable		18	
	19 Deferred revenue	522	19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17 - 24). Complete Part X of Schedule D	522,156	25	522,156
	26 Total liabilities. Add lines 17 through 25	1,987,611	26	1,787,108
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	242,770,580	27	286,265,185
	28 Net assets with donor restrictions	4,984,969	28	5,815,705
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
32 Total net assets or fund balances	247,755,549	32	292,080,890	
33 Total liabilities and net assets/fund balances	249,743,160	33	293,867,998	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	16,426,947
2	Total expenses (must equal Part IX, column (A), line 25)	2	11,850,453
3	Revenue less expenses. Subtract line 2 from line 1	3	4,576,494
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	247,755,549
5	Net unrealized gains (losses) on investments	5	39,748,847
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	292,080,890

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
b	Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

Additional Data

Software ID:

Software Version:

EIN: 52-6080752

Name: HILLWOOD ESTATE MUSEUM & GARDENS

Form 990 (2019)

Form 990, Part III, Line 4a:

PHYSICAL PLANT: HILLWOOD'S TWENTY-FIVE ACRE ESTATE COMPRISES TWELVE ACRES OF MANICURED GARDENS, INCLUDING A JAPANESE-STYLE GARDEN, A FRENCH PARTERRE, A ROSE GARDEN, PUTTING GREEN, CUTTING GARDEN, AND MANY PATHWAYS WINDING THROUGH AZALEAS AND OTHER BLOOMING SHRUBS, SURROUNDED BY THIRTEEN ACRES OF WOODLANDS. THE 26,000 SQUARE FOOT MANSION, OPEN TO THE PUBLIC, DISPLAYS POST'S EXTENSIVE ART COLLECTIONS IN THE ORIGINAL DOMESTIC SETTING SHE CREATED FOR HER OWN AND HER GUESTS' ENJOYMENT AND TO BE LEFT FOR THE BENEFIT OF THE PUBLIC AFTER HER DEMISE. OTHER BUILDINGS ON THE CAMPUS INCLUDE THE VISITORS CENTER, GREENHOUSES, CAFE, LIBRARY, TWO BUILDINGS WHERE SPECIAL EXHIBITS ARE SHOWN, AND NUMEROUS STAFF BUILDINGS. THERE ARE A TOTAL OF SIXTEEN STRUCTURES AND ONE PARKING DECK ON SITE.

Form 990, Part III, Line 4b:

COLLECTIONS: IMPORTANT COLLECTIONS OF RUSSIAN IMPERIAL ART, FRENCH DECORATIVE ARTS, COSTUMES, TEXTILES AND JEWELRY ARE DISPLAYED IN THE MANSION AND THROUGH SPECIAL EXHIBITIONS. HIGHLIGHTS OF THE RUSSIAN COLLECTION INCLUDE AN 1884 DIAMOND CROWN WORN BY THE LAST EMPRESS ALEXANDRA AT HER MARRIAGE TO NICHOLAS II; AND A COMPREHENSIVE COLLECTION OF SOME EIGHTY WORKS BY FABERGE, INCLUDING TWO IMPERIAL EASTER EGGS. THE FRENCH HOLDINGS INCLUDE FURNISHINGS, TAPESTRIES AND PORCELAIN, PRIMARILY FROM THE 18TH CENTURY, NUMEROUS PIECES OF FAMED SEVRES PORCELAIN AND SPECTACULAR BEAUVAIS TAPESTRIES DESIGNED BY FRANCOIS BOUCHER. THE FASHION HOLDINGS SPAN THE FIRST SEVEN DECADES OF THE TWENTIETH CENTURY AND THE JEWELRY COLLECTION FEATURES HISTORICAL PIECES AND WORKS FROM THE MAIN JEWELRY HOUSES OF THE 1900'S, INCLUDING CARTIER, HARRY WINSTON AND VAN CLEEF & ARPELS. IN TOTAL, HILLWOOD'S COLLECTIONS INCLUDE SOME 20,000 OBJECTS.

Form 990, Part III, Line 4c:

INTERPRETATION AND PROGRAMS: THROUGH ITS IMMERSIVE VISITOR EXPERIENCE, ROBUST CALENDAR OF SPECIAL EXHIBITIONS AND PUBLIC AND EDUCATIONAL PROGRAMS, HILLWOOD SERVES OVER 80,000 INDIVIDUALS ANNUALLY. ALL VISITORS TO HILLWOOD HAVE ACCESS TO INFORMATIONAL TOURS, INCLUDING DOCENT-LED TOURS, SELF-GUIDED TOURS ACCOMPANIED BY RICH INFORMATIONAL BOOKLETS AVAILABLE IN ENGLISH, FRENCH, SPANISH AND RUSSIAN, AND SELF-GUIDED AUDIO TOURS FOR THE MANSION AND GARDENS, ALL OF WHICH ARE SUPPLEMENTED BY EXPLANATORY OBJECT LABELS. HILLWOOD ROUTINELY ENGAGES WITH COMMUNITY PARTNERS THAT INCLUDE, BUT ARE NOT LIMITED TO THE ART DECO SOCIETY, ENVIRONMENTAL FILM FESTIVAL, LEVINE SCHOOL OF MUSIC, RAINBOW FAMILIES, KIDS EUROFEST, GIRL SCOUT TROOPS REGION-WIDE, AS WELL AS EMBASSIES SUCH AS FRENCH, BELGIAN, SPANISH AND THE NETHERLANDS.

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
MARCIA DEWITT PRESIDENT	3.00	X		X				0	0	0
ELLEN MACNEILLE CHARLES PRESIDENT EMERITA	2.00	X		X				0	0	0
CALVIN H BAKER VICE PRESIDENT	1.00	X		X				0	0	0
AMY MEADOWS FIRST VICE PRESIDENT	1.00	X		X				0	0	0
KATHRYN VIGE HICKS SECRETARY	1.00	X		X				0	0	0
LUCY S RHAME TREASURER	1.00	X		X				0	0	0
JOCELYN LINKE ASSISTANT TREASURER	1.00	X		X				0	0	0
NANCY APPLEBY TRUSTEE	1.00	X						0	0	0
AMY BALLARD TRUSTEE	1.00	X						0	0	0
BARBARA D BOGGS TRUSTEE	1.00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
SUSAN BOLLENDORF TRUSTEE	1.00	X						0	0	0
SALLY E CHAPOTON TRUSTEE	1.00	X						0	0	0
HENRY A DUDLEY JR TRUSTEE	1.00	X						0	0	0
SOPHIE HAWKINS TRUSTEE	1.00	X						0	0	0
JOSHUA HILDRETH TRUSTEE	1.00	X						0	0	0
ANDREW IVERSON TRUSTEE	1.00	X						0	0	0
GEORGE D IVERSON TRUSTEE	1.00	X						0	0	0
BETSY SCOTT KLEEBLATT TRUSTEE	1.00	X						0	0	0
MARK LOWHAM TRUSTEE	1.00	X						0	0	0
ALISON MARTIN TRUSTEE	1.00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOAN MULCAHY TRUSTEE	1.00	X						0	0	0
JEANNETTE PETITE TRUSTEE	1.00	X						0	0	0
JUDY PHARES TRUSTEE	1.00	X						0	0	0
W BRETT REES TRUSTEE	1.00	X						0	0	0
PRISCILLA R ROOSEVELT TRUSTEE	1.00	X						0	0	0
NEDENIA C RUMBOUGH TRUSTEE	1.00	X						0	0	0
STANLEY H RUMBOUGH TRUSTEE	1.00	X						0	0	0
BETH NEWBURGER SCHWARTZ TRUSTEE	1.00	X						0	0	0
JANICE SHRADER TRUSTEE	1.00	X						0	0	0
DOUGLAS REID WEIMER ESQ TRUSTEE	1.00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
GAIL BERRY WEST TRUSTEE	1.00	X						0	0	
KATE MARKERT EXECUTIVE DIRECTOR	40.00			X				416,111	0	56,148
LYNN ROSSOTTI DIRECTOR OF EXTERNAL AFFAIRS	40.00					X		128,345	0	26,764
DOUGLAS ROSE DIRECTOR OF FINANCE	40.00					X		122,752	0	6,137
BRIAN BARR DIRECTOR OF HORTICULTURE	40.00					X		118,543	0	12,838
SAMANTHA HERNANDEZ DIRECTOR OF HUMAN RESOURCES	40.00					X		117,875	0	5,652
WILFRIED ZEISLER CHIEF CURATOR	40.00					X		111,738	0	12,642

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

Name of the organization
HILLWOOD ESTATE MUSEUM & GARDENS

Employer identification number
52-6080752

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture. See instructions. Enter the name, city, and state of the college or university:
- 10 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations _____
 - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization failed to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grant.") . . .	1,998,141	2,816,225	2,911,158	7,761,859	3,789,441	19,276,824
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf. . . .						
3 The value of services or facilities furnished by a governmental unit to the organization without charge..						
4 Total. Add lines 1 through 3	1,998,141	2,816,225	2,911,158	7,761,859	3,789,441	19,276,824
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) . . .						2,587,390
6 Public support. Subtract line 5 from line 4.						16,689,434

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
7 Amounts from line 4. . .	1,998,141	2,816,225	2,911,158	7,761,859	3,789,441	19,276,824
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources. . . .	4,960,270	5,220,533	4,867,390	4,877,344	5,118,726	25,044,263
9 Net income from unrelated business activities, whether or not the business is regularly carried on. . .						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.). . .	65,601	16,020	25,000	328	847,562	954,511
11 Total support. Add lines 7 through 10						45,275,598
12 Gross receipts from related activities, etc. (see instructions)					12	4,954,264

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

14 Public support percentage for 2019 (line 6, column (f) divided by line 11, column (f))	14	36.860 %
15 Public support percentage for 2018 Schedule A, Part II, line 14	15	34.290 %

- 16a 33 1/3% support test—2019.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization
- b 33 1/3% support test—2018.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization
- 17a 10%-facts-and-circumstances test—2019.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization
- b 10%-facts-and-circumstances test—2018.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization
- 18 Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶		(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1	Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .						
2	Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3	Gross receipts from activities that are not an unrelated trade or business under section 513						
4	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf. . .						
5	The value of services or facilities furnished by a governmental unit to the organization without charge						
6	Total. Add lines 1 through 5						
7a	Amounts included on lines 1, 2, and 3 received from disqualified persons						
b	Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.						
c	Add lines 7a and 7b.						
8	Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶		(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
9	Amounts from line 6.						
10a	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources. . .						
b	Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						
c	Add lines 10a and 10b.						
11	Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						
12	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13	Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here.**

Section C. Computation of Public Support Percentage

15	Public support percentage for 2019 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2018 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for 2019 (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from 2018 Schedule A, Part III, line 17	18	

19a 33 1/3% support tests—2019. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support tests—2018. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

		Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
	1		
2	Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
	2		
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
	3a		
b	Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
	3b		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
	3c		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
	4a		
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
	4b		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
	4c		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
	5a		
b	Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
	5b		
c	Substitutions only. Was the substitution the result of an event beyond the organization's control?		
	5c		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
	6		
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
	7		
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
	8		
9a	Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
	9a		
b	Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
	9b		
c	Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
	9c		
10a	Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>		
	10a		
b	Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings).</i>		
	10b		

Part IV Supporting Organizations (continued)

		Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?		
a	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b	A family member of a person described in (a) above?		
c	A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI.</i>		

Section B. Type I Supporting Organizations

		Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.</i>		

Section C. Type II Supporting Organizations

		Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		

Section D. All Type III Supporting Organizations

		Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization (s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

Section E. Type III Functionally-Integrated Supporting Organizations

1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):		
a	<input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b	<input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c	<input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions)		
2	Activities Test. Answer (a) and (b) below.		
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>	Yes	No
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3	Parent of Supported Organizations. Answer (a) and (b) below.		
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
b	Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1** Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):	1	
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	
Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions	
9 Distributable amount for 2019 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2019	(iii) Distributable Amount for 2019
1 Distributable amount for 2019 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2019 (reasonable cause required-- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2019:			
a From 2014.			
b From 2015.			
c From 2016.			
d From 2017.			
e From 2018.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2019 distributable amount			
i Carryover from 2014 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2019 from Section D, line 7:			
\$			
a Applied to underdistributions of prior years			
b Applied to 2019 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2019, if any. Subtract lines 3g and 4a from line 2. If the amount is greater than zero, explain in Part VI . See instructions.			
6 Remaining underdistributions for 2019. Subtract lines 3h and 4b from line 1. If the amount is greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2020. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2015.			
b Excess from 2016.			
c Excess from 2017.			
d Excess from 2018.			
e Excess from 2019.			

Additional Data

Software ID:

Software Version:

EIN: 52-6080752

Name: HILLWOOD ESTATE MUSEUM & GARDENS

Part VI Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶Complete if the organization is described below. ▶Attach to Form 990 or Form 990-EZ.
▶Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019
Open to Public Inspection

If the organization answered "Yes" on Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" on Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" on Form 990, Part IV, Line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of the organization HILLWOOD ESTATE MUSEUM & GARDENS	Employer identification number 52-6080752
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV (see instructions for definition of "political campaign activities")

2 Political campaign activity expenditures (see instructions) ▶ \$ _____

3 Volunteer hours for political campaign activities (see instructions)

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No

4a Was a correction made? Yes No

b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b..... ▶ \$ _____

4 Did the filing organization file **Form 1120-POL** for this year? Yes No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
1				
2				
3				
4				
5				
6				

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		No	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c Media advertisements?		No	
d Mailings to members, legislators, or the public?		No	
e Publications, or published or broadcast statements?		No	
f Grants to other organizations for lobbying purposes?		No	
g Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i Other activities?	Yes		13,215
j Total. Add lines 1c through 1i			13,215
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues .	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions), and Part II-B, line 1. Also, complete this part for any additional information.

Return Reference	Explanation
PART II-B, LINE 1:	HILLWOOD JOINED A CONSORTIUM IN ENGAGING AN OUTSIDE PARTY TO LOBBY ON BEHALF OF DC CULTURAL INSTITUTIONS.

SCHEDULE D (Form 990) Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

OMB No. 1545-0047 2019 Open to Public Inspection

Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization: HILLWOOD ESTATE MUSEUM & GARDENS Employer identification number: 52-6080752

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate value of contributions, grants, and end of year. Includes Yes/No checkboxes for reporting requirements.

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

Form for Part II Conservation Easements. Includes checkboxes for types of easements (public use, natural habitat, open space, historic area, historic structure). Includes a table for 'Held at the End of the Year' with rows 2a-d. Includes questions about monitoring policies and expenses.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting requirements for art and historical treasures, with fields for revenue and assets.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a** Public exhibition
 - b** Scholarly research
 - c** Preservation for future generations
 - d** Loan or exchange programs
 - e** Other
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? . . . Yes No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

- b** If "Yes," explain the arrangement in Part XIII and complete the following table:
- c** Beginning balance
 - d** Additions during the year
 - e** Distributions during the year
 - f** Ending balance

	Amount
1c	
1d	
1e	
1f	

- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? . . . Yes No
- b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a** Board designated or quasi-endowment ▶
 - b** Permanent endowment ▶
 - c** Temporarily restricted endowment ▶
- The percentages on lines 2a, 2b, and 2c should equal 100%.

- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i)** unrelated organizations
- (ii)** related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

- 4** Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	7,299,148			7,299,148
b Buildings	30,196,683		29,927,686	268,997
c Leasehold improvements				
d Equipment	3,510,608		3,079,903	430,705
e Other	1,515,809			1,515,809
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . ▶				9,514,659

Part VII Investments—Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A) EQUITIES	175,968,942	F
(B) FIXED INCOME	49,293,536	F
(C) COMMON STOCK	28,361,801	F
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	253,624,279	

Part VIII Investments—Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col.(B) line 13.)		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.)	

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
1. (1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col.(B) line 25.)	522,156

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	56,538,616
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	39,748,847	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	603,433	
e	Add lines 2a through 2d			2e 40,352,280
3	Subtract line 2e from line 1			3 16,186,336
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	240,611	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b			4c 240,611
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)			5 16,426,947

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	12,213,275
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	603,433	
e	Add lines 2a through 2d			2e 603,433
3	Subtract line 2e from line 1			3 11,609,842
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	240,611	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b			4c 240,611
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)			5 11,850,453

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

Software ID:

Software Version:

EIN: 52-6080752

Name: HILLWOOD ESTATE MUSEUM & GARDENS

Supplemental Information

Return Reference	Explanation
PART III, LINE 1A:	HILLWOOD ACQUIRED ITS COLLECTIONS PRIMARILY FORM THE ESTATE OF MARJORIE MERRIWEATHER POST, THOUGH OTHER ITEMS ARE ACQUIRED THROUGH PURCHASES. ALL COLLECTIONS ARE HELD FOR PUBLIC EXHIBITION, EDUCATION OR RESEARCH. EACH OF THE ITEMS IS CATALOGUED, PRESERVED AND CARED FOR, AND ACTIVITIES VERIFYING THEIR EXISTENCE AND ASSESSIONG THEIR CONDITION ARE CONTINUOUSLY PERFORMED. THE COLLECTIONS ARE NOT RECOGNIZED AS ASSETS IN THE ACCOMPANYING STATEMENT OF F INANCIAL POSITION. PURCHASES OF COLLECTION ITEMS ARE RECORDED AS DECREASES IN NET ASSETS W ITHOUT DONOR RESTRICTIONS IN THE YEAR IN WHICH THE ITEMS ARE ACQUIRED OR AS DECREASES TO N ET ASSETS WITH DONOR RESTRICTIONS IF THE ASSETS USED TO PURCHASE THE ITEMS ARE RESTRICTED BY DONORS. CONTRIBUTED COLLECTION ITEMS ARE NOT REFLECTED IN THE FINANCIAL STATEMENTS. PRO CEEDS FROM DE-ACCESSIONS OR INSURANCE RECOVERIES ARE REFLECTED AS INCREASES IN THE APPROPRIATE NET ASSET CLASSES.

Supplemental Information

Return Reference	Explanation
PART III, LINE 4:	HILLWOOD WAS THE HOME OF THE LATE COLLECTOR/PHILANTHROPIST MAJORIE MERRIWEATHER POST. FOLLOWING HER DEATH IN 1973, THE 25-ACRE ESTATE, TOGETHER WITH AN INTERNATIONALLY IMPORTANT COLLECTION OF MORE THAN 16,000 WORKS OF ART OPENED TO THE PUBLIC IN 1977. HILLWOOD'S MISSION IS TO SHARE ITS RENOWNED ART COLLECTIONS AND RELATED PUBLIC AND EDUCATIONAL PROGRAMS WITH A WIDE AND DIVERSE AUDIENCE. SINCE ITS OPENING, HILLWOOD HAS SERVED HUNDREDS -OF -THOUSANDS OF VISITORS, INCLUDING LOCAL AND VISITING MEMBERS OF THE GENERAL PUBLIC, FAMILIES (TRADITIONAL AND NON-TRADITIONAL), CURATORS AND SCHOLARS, AND PRE-SCHOOL THROUGH HIGH SCHOOL STUDENTS. FOR ADDITIONAL INFORMATION REGARDING THE COLLECTIONS, PLEASE REFER TO FORM 990, PART III, LINE 4B.

Supplemental Information

Return Reference	Explanation
PART X, LINE 2:	HILLWOOD REVIEWS AND ASSESSES ALL ACTIVITIES ANNUALLY TO IDENTIFY ANY CHANGES IN THE SCOPE OF ITS ACTIVITIES AND REVENUE SOURCES AND THE TAX TREATMENT THEREOF TO IDENTIFY ANY UNCERTAINTY IN INCOME TAXES. FOR THE YEAR ENDED DECEMBER 31, 2019, MANAGEMENT DID NOT IDENTIFY ANY UNCERTAINTY IN INCOME TAXES REQUIRING RECOGNITION OR DISCLOSURE OF THESE FINANCIAL STATEMENTS.

Supplemental Information

Return Reference	Explanation
PART XI, LINE 2D - OTHER ADJUSTMENTS:	COST OF GOODS SOLD EXPENSE 436,893. FUNDRAISER COST 166,540.

Supplemental Information

Return Reference	Explanation
PART XII, LINE 2D - OTHER ADJUSTMENTS:	COST OF GOODS SOLD EXPENSE 436,893. FUNDRAISING COST 166,540.

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

Revenue		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		BLACK & WHITE GALA (event type)	THE ART OF SEDUCTION FEB 14 EVENT (event type)	(total number)	(add col. (a) through col. (c))
1	Gross receipts	264,832	81,995		346,827
2	Less: Contributions				
3	Gross income (line 1 minus line 2)	264,832	81,995		346,827
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	78,834	28,341		107,175
	8 Entertainment	750			750
	9 Other direct expenses	54,418	4,197		58,615
10	Direct expense summary. Add lines 4 through 9 in column (d) ▶				166,540
11	Net income summary. Subtract line 10 from line 3, column (d) ▶				180,287

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

Revenue		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col.(a) through col.(c))
		1	Gross revenue		
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d) ▶				
8	Net gaming income summary. Subtract line 7 from line 1, column (d) ▶				

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

- 11** Does the organization conduct gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13** Indicate the percentage of gaming activity conducted in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.

c If "Yes," enter name and address of the third party:

Name ▶

Address ▶

16 Gaming manager information:

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

- Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

Return Reference	Explanation
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Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

Name of the organization
HILLWOOD ESTATE MUSEUM & GARDENS

Employer identification number
52-6080752

Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.		
<input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax idemnification and gross-up payments <input type="checkbox"/> Discretionary spending account	<input checked="" type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input checked="" type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)	
b If any of the boxes on Line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b Yes	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked on Line 1a?	2 Yes	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.		
<input type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee	
4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:		
a Receive a severance payment or change-of-control payment?	4a	No
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.		
5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a The organization?	5a	No
b Any related organization?	5b	No
If "Yes," on line 5a or 5b, describe in Part III.		
6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
a The organization?	6a	No
b Any related organization?	6b	No
If "Yes," on line 6a or 6b, describe in Part III.		
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III.	7	No
8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.	8	No
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
PART I, LINE 1A	DURING THE YEAR ENDED DECEMBER 31, 2019, KATE MARKERT, EXECUTIVE DIRECTOR, RECEIVED THE FOLLOWING BENEFITS SHOWN IN SCHEDULE J, PART I, LINE 1A: HOUSING ALLOWANCE, A TAXABLE BENEFIT, IN THE AMOUNT OF \$68,400 SOCIAL CLUB DUES, A NON-TAXABLE BENEFIT, IN THE AMOUNT OF \$2,945

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2019

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
 ▶ **Attach to Form 990.**
 ▶ **Go to www.irs.gov/Form990 for the latest information.**

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
HILLWOOD ESTATE MUSEUM & GARDENS

Employer identification number
52-6080752

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	26	1,533,123	FMV
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?		No
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?		No
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		No
b If "Yes," describe in Part II.		
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

Part II **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2019**Open to Public Inspection**

Department of the Treasury

Name of the organization

HILLWOOD ESTATE MUSEUM & GARDENS

Employer identification number

52-6080752

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	HILLWOOD ESTATE, MUSUEM & GARDEN'S (HILLWOOD) MISSION IS TO SHARE THE RENOWNED ART COLLECT IONS, EXCEPTIONAL GARDENS AND RELATED PUBLIC AND EDUCATIONAL PROGRAMS WITH A WIDE AND DIVE RSE AUDIENCE. SINCE ITS OPENING, HILLWOOD HAS SERVED HUNDREDS-OF-THOUSANDS OF VISITORS, IN CLUDING LOCAL AND VISITING MEMBERS OF THE GENERAL PUBLIC, FAMILIES (TRADITIONAL AND NON-TR ADITIONAL), CURATORS AND SCHOLARS, AND PRE-SCHOOL THROUGH HIGH SCHOOL STUDENTS.

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	NEDENIA C RUMBOUGH AND STANLEY H RUMBOUGH, TRUSTEES, HAVE A FAMILY RELATIONSHIP

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11B	THE FEDERAL FORM 990 IS PREPARED BY AN OUTSIDE ACCOUNTING FIRM. THE DRAFT RETURN IS REVIEWED BY THE DIRECTOR OF FINANCE AND THE AUDIT COMMITTEE AND IS MADE AVAILABLE TO THE BOARD OF DIRECTORS PRIOR TO BEING FINALIZED. IF NO CORRECTIONS ARE NOTED, IT IS THEN FILED WITH THE INTERNAL REVENUE SERVICE.

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	<p>EACH TRUSTEE, COMMITTEE MEMBERS, OFFICER, AND SENIOR STAFF ARE REQUIRED TO SIGN AN ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT, CERTIFYING AN UNDERSTANDING OF THE POLICY AND DISCLOSING ANY KNOWN CONFLICTS OF INTEREST. HILLWOOD CONDUCTS A PERIODIC REVIEW OF COMPENSATION AND BUSINESS ARRANGEMENTS FOR COMPLIANCE WITH THE POLICY. IN CONNECTION WITH ANY ACTUAL OR POSSIBLE CONFLICT OF INTEREST, AN INTERESTED PERSON MUST DISCLOSE ALL MATERIAL FACTS TO THE BOARD OR COMMITTEE MEMBERS CONSIDERING THE PROPOSED TRANSACTION OR ARRANGEMENT. AFTER DISCLOSURE OF THE FINANCIAL INTEREST AND ALL MATERIAL FACTS, AND AFTER DISCUSSION WITH THE INTERESTED PERSON, HE OR SHE SHALL LEAVE THE MEETING DURING DISCUSSION OF, AND THE VOTE ON, THE TRANSACTION OR ARRANGEMENT INVOLVING THE POSSIBLE CONFLICT OF INTEREST. AFTER EXERCISING DUE DILIGENCE, THE BOARD OR COMMITTEE SHALL DETERMINE WHETHER HILLWOOD CAN OBTAIN A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT FROM A PERSON OR ENTITY THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST. IF A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT IS NOT REASONABLY POSSIBLE UNDER CIRCUMSTANCES NOT PRODUCING A CONFLICT OF INTEREST, THE BOARD OR COMMITTEE SHALL DETERMINE BY A MAJORITY VOTE OF THE DISINTERESTED TRUSTEES WHETHER THE TRANSACTION OR ARRANGEMENT IS IN HILLWOOD'S BEST INTEREST, FOR ITS OWN BENEFIT, AND WHETHER IT IS FAIR AND REASONABLE. IN CONFORMITY WITH THE ABOVE DETERMINATION, IT SHALL MAKE ITS DECISION AS TO WHETHER TO ENTER INTO THE TRANSACTION OR ARRANGEMENT.</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	<p>AS AN EMPLOYER, HILLWOOD BELIEVES THAT IT IS IN THE BEST INTEREST OF BOTH THE ORGANIZATION AND ITS EMPLOYEES TO FAIRLY COMPENSATE ITS WORKFORCE FOR THE VALUE OF THE WORK PROVIDED. IT IS HILLWOOD'S INTENTION TO USE A COMPENSATION SYSTEM THAT WILL DETERMINE THE CURRENT MARKET VALUE OF A POSITION BASED ON THE SKILLS, KNOWLEDGE AND BEHAVIORS REQUIRED OF A FULLY COMPETENT INCUMBENT. THE SYSTEM USED WILL BE OBJECTIVE AND NONDISCRIMINATORY IN THEORY, APPLICATION AND PRACTICE. COMPENSATION CRITERIA: THE HUMAN RESOURCES DIRECTOR PRICES POSITIONS TO MARKET BY USING LOCAL, REGIONAL, AND INDUSTRY SPECIFIC SURVEY DATA. THE MARKET DATA PRIMARILY INCLUDES MUSEUMS, NON-PROFITS AND OTHER SIMILAR INSTITUTIONS; INCLUDES SURVEY DATA FOR MORE SPECIALIZED POSITIONS (FOR EXAMPLE, INFORMATION SYSTEMS, MARKETING, HUMAN RESOURCES); AND ADDRESSES ANY SIGNIFICANT MARKET DIFFERENCES DUE TO GEOGRAPHICAL LOCATION. THE SYSTEM EVALUATES EXTERNAL EQUITY, WHICH IS THE RELATIVE MARKETPLACE JOB WORTH OF EVERY MUSEUM JOB DIRECTLY COMPARABLE TO SIMILAR JOBS, FACTORED FOR GENERAL ECONOMIC MARKETPLACE. THE SYSTEM EVALUATES INTERNAL EQUITY, WHICH IS THE RELATIVE WORTH OF EACH JOB IN THE COMPANY WHEN COMPARING THE REQUIRED LEVEL OF JOB COMPETENCIES, FORMAL TRAINING AND EXPERIENCE, RESPONSIBILITY, AND ACCOUNTABILITY OF ONE JOB TO ANOTHER AND ARRANGING ALL JOBS IN A FORMAL JOB STRUCTURE. RESPONSIBILITIES: AS PART OF THE ANNUAL BUDGETING PROCESS THE BOARD OF DIRECTORS REVIEWS AND APPROVE, AS APPROPRIATE, FUNDS TO BE ALLOCATED FOR TOTAL COMPENSATION, WHICH WOULD INCLUDE BASE SALARIES, BONUS, VARIABLE BASED OR INCENTIVE BASED PAY AND ALL OTHER RELATED EXPENSES, INCLUDING BENEFITS PLANS AS RECOMMENDED BY EXECUTIVE MANAGEMENT. THE BOARD SETS THE POSITION LEVEL, PAY RANGE AND SPECIFIC COMPONENTS OF THE TOTAL COMPENSATION PACKAGE FOR THE EXECUTIVE DIRECTOR. MANAGEMENT RESPONSIBILITY: THE DIRECTOR OF HUMAN RESOURCES IS RESPONSIBLE AND ACCOUNTABLE TO THE BOARD OF DIRECTORS. IN THAT CAPACITY THEY ARE CHARGED WITH ENSURING THAT HILLWOOD IS STAFFED WITH HIGHLY QUALIFIED, FULLY COMPETENT EMPLOYEES AND THAT ALL COMPENSATION PROGRAMS ARE ADMINISTERED.</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 18	THE FEDERAL FORM 990 IS MADE AVAILABLE TO THE PUBLIC UPON REQUEST.

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	FORMS ARE AVAILABLE UPON REQUEST.

990 Schedule O, Supplemental Information

Return Reference	Explanation
X11 2C	NO CHANGES FROM PRIOR YEARS